

Mediclinic International plc  
(Incorporated in England and Wales)  
Company Number: 08338604  
LSE Share Code: MDC  
JSE Share Code: MEI  
NSX Share Code: MEP  
ISIN: GB00B8HX8Z88  
LEI: 2138002S5BSBIZTD5I60  
South African income tax number: 9432434182  
('Mediclinic', the 'Company', or the 'Group')

24 November 2022

**FORM 8 (DD)**

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN CONCERT (INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY INVESTMENT CLIENTS)**  
**Rules 8.1, 8.2 and 8.4 of the Takeover Code (the 'Code')**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Dr Carel Aron van der Merwe
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Mediclinic International plc
<b>(d) Status of person making the disclosure:</b> <i>e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)</i>	Person acting in concert with the offeree (Mediclinic International plc)
<b>(e) Date dealing undertaken:</b>	21 November 2022
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing**

Class of relevant security:	Interests		Short positions	
	Number	% <sup>(1)</sup>	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	66 406 <sup>(2)</sup>	0.009%	Nil	Nil
<b>(2) Cash-settled derivatives:</b>	Nil	Nil	Nil	Nil

<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	Nil	Nil	Nil
<b>TOTAL:</b>	66 406	0.009%	Nil	Nil

(1) Total number of ordinary shares of Mediclinic International plc is 737 243 810 as of 21 November 2022. The percentages have been rounded to the four nearest decimal places.

(2) Carel Aron van der Merwe owns 61,630 and Persons Closely Associated with Carel Aron van der Merwe own 4 776 ordinary shares.

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities (including directors' and other employee options)**

<b>Class of relevant security in relation to which subscription right exists:</b>	<b>Mediclinic International plc ordinary shares of 10 pence each</b>				
<b>Details, including nature of the rights concerned and relevant percentages :</b>	<b>Short-Term Incentive Plan</b>				
	<b>Number of ordinary shares</b>	<b>Date of grant</b>	<b>Release date</b>	<b>Exercise price (per share)</b>	
	122 614	04/06/2021	05/06/2023	Nil	
	74 718	05/08/2022	05/08/2024	Nil	
	<b>Long-Term Incentive Plan (subject to performance conditions)</b>				
	<b>Maximum number of ordinary shares awarded</b>	<b>Date of grant</b>	<b>Vesting date</b>	<b>Lapse date</b>	<b>Exercise price (per share)</b>
	390 661	14/12/2020	13/12/2025	14/12/2023	Nil
	356 181	04/06/2021	03/06/2026	04/06/2024	Nil
	237 716	05/08/2022	04/08/2027	04/08/2025	Nil
	<b>Long-Term Incentive Plan (not subject to performance conditions)<sup>(1)</sup></b>				
<b>Number of ordinary shares</b>	<b>Date of grant</b>	<b>Vesting date</b>	<b>Exercise price (per share)</b>		
45 185	19/06/2019	18/06/2024	Nil		

	(1) On 19 May 2022, the Remuneration Committee approved the vesting of the Long-Term Incentive Plan Award granted to Carel Aron van der Merwe at 12.1% of maximum based on the achievement against performance targets, equating to 45 185 shares. This award will be cash settled (as permitted under the remuneration policy in place at the time and indicated in the Company's annual report for the financial year ended 31 March 2019), as soon as practicable after vesting on 18 June 2024.
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### 3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

#### (a) Purchases and sales

##### (i) Party to an offer or person acting in concert (except for a principal trader in the same group as a connected adviser)

Class of relevant security	Purchase/sale	Number of securities	Price per unit
N/A	N/A	N/A	N/A

##### (ii) Principal trader where the sole reason for the connection is that the principal trader is in the same group as a connected adviser

Class of relevant security	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
N/A	N/A	N/A	N/A	N/A

#### (b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit
N/A	N/A	N/A	N/A	N/A

#### (c) Stock-settled derivative transactions (including options)

##### (i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(ii) Exercise

Class of relevant security	Product description <i>e.g. call option</i>	Exercising/ exercised against	Number of securities	Exercise price per unit
N/A	N/A	N/A	N/A	N/A

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)
Mediclinic International plc ordinary shares of 10 pence each	Vesting of award granted under the Company's Short Term Incentive Plan	Vesting and cash settlement of an award over 20 391 ordinary shares in the Company granted in respect of the Company's financial year ended 31 March 2020 under the Company's Short Term Incentive Plan	N/A

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<b>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:</b> <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i>
None.

(b) Agreements, arrangements or understandings relating to options or derivatives

<b>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:</b> <b>(i) the voting rights of any relevant securities under any option; or</b> <b>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</b> <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None.

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
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<b>Supplemental Form 8 (SBL)</b>	NO
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<b>Date of disclosure:</b>	23 November 2022
<b>Contact name:</b>	Company Secretary, Link Company Matters Limited Caroline Emmet
<b>Telephone number:</b>	+44 (0)333 300 1930

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*

## **ABOUT MEDICLINIC INTERNATIONAL PLC**

Mediclinic is a diversified international private healthcare services group, established in South Africa in 1983, with divisions in Switzerland, Southern Africa (South Africa and Namibia) and the Middle East.

The Group's core purpose is to enhance the quality of life.

Its vision is to be the partner of choice that people trust for all their healthcare needs.

Mediclinic is focused on providing specialist-orientated, multi-disciplinary services across the continuum of care in such a way that the Group will be regarded as the most respected and trusted provider of healthcare services by patients, medical practitioners, funders and regulators of healthcare in each of its markets.

At 30 September 2022, Mediclinic comprised 74 hospitals, five subacute hospitals, three mental health facilities, 21 day case clinics and 23 outpatient clinics. Hirslanden operated 17 hospitals and five day case clinics in Switzerland with around 1 900 inpatient beds; Mediclinic Southern Africa operations included 50 hospitals (three of which in Namibia), five subacute hospitals, three mental health facilities and 14 day case clinics (four of which operated by Intercare) across South Africa, and around 8 700 inpatient beds; and Mediclinic Middle East operated seven hospitals, two day case clinics and 23 outpatient clinics with around 1 000 inpatient beds in the UAE. In addition, under management contract Mediclinic Middle East will open a 200-bed hospital in the Kingdom of Saudi Arabia in 2023.

The Company's primary listing is on the London Stock Exchange ('LSE') in the United Kingdom, with secondary listings on the JSE in South Africa and the Namibian Stock Exchange in Namibia.

Mediclinic also holds a 29.7% (2022: 29.9%) interest in Spire Healthcare Group plc, a leading private healthcare group based in the United Kingdom and listed on the LSE.

## **CONTACT INFORMATION**

### **Investor queries**

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### **Media queries**

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**Website:** [www.mediclinic.com](http://www.mediclinic.com)

**Joint corporate brokers:** Morgan Stanley & Co International plc and UBS Investment Bank

**JSE sponsor (South Africa):** Rand Merchant Bank (A division of FirstRand Bank Ltd)

**NSX sponsor (Namibia):** Simonis Storm Securities (Pty) Ltd